

Item 19 – Resolution regarding the authorisation for the Board to decide on the acquisition of the company's own shares

The Board of Directors proposes that the AGM resolve to authorise the Board to decide on the acquisition of the company's own shares according to the following terms:

1. Acquisitions may take place on NASDAQ Stockholm.
2. Acquisitions may take place on one or more occasions during the time until the next AGM.
3. Acquisitions may take place of a maximum of as many own shares that the Group's total holdings after the acquisition amounts to a maximum of 1/10 of the total number of shares in the company.
4. Acquisitions may take place at a price that is within the price range registered at all times.
5. Payment for acquired own shares shall be made in case.

The purpose of the authorisation is that share shall be able to be acquired to continuously be able to adapt the company's capital structure and be able to be used in the financing of acquisitions or other transactions.

The Board of Directors' statement pursuant to Chapter 19, Section 22 of the Swedish Companies Act (2005:551)

The Board of Directors proposes that the AGM authorise the Board to, during the time until the next AGM, acquire shares up to a maximum of 1/10 of all shares issued in the company.

The company currently owns no treasury shares.

The Annual Report indicates which principles were applied to the valuation of assets, provisions and liabilities. Derivative instruments have been measured at fair value as per Chapter 4 Section 14 a of the Annual Accounts Act. The effect of this valuation, which affected the Parent Company's equity negatively in an amount of SEK 342.4 million (138.5), has been taken into account in the assessment of the company's consolidation needs, liquidity and other position.

Based on the grounds stated in the Board's statement pursuant to Chapter 18 Section 4 of the Swedish Companies Act regarding the proposed dividend, the Board finds that the proposed authorisation is justifiable considering that stated in Chapter 17 Section 3 Paragraphs 2 and 3 of the Swedish Companies Act (the prudence rule).

The Board accordingly considers that the proposed authorisation is justifiable considering:

1. the requirements set by the business' (company's and Group's) nature, scope and risks on the size of equity, and
2. the company's and Group's consolidation needs, liquidity and position otherwise.

In addition to this, the Board recognises that it is incumbent on the Board, in connection with a potential authorisation being utilised, to prepare a reasoned statement whether or not the then current acquisition of own shares is justifiable considering prevailing circumstances and that stated in Chapter 17 Section 3 Paragraphs 2 and 3 of the Swedish Companies Act.

For a resolution as per the Board's proposal under this item, the AGM resolution must be supported by at least two thirds of both the votes places and the shares represented at the Meeting.

Solna, March 2018
Catena AB (publ)
Board of Directors